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October 21, 2004

Mr. Tom Tycz
Chief
Satellite Division, International Bureau
Federal Communication Commission
445 12th Street SW
Washington, DC 20554

Re: **Letter of Explanation for DigitalGlobe Applications to FCC for
Pro Forma Assignments of Space Station and Earth Station Licenses**

Dear Mr. Tycz:

The purpose of this letter is to provide an explanation of the instant applications we are filing today on behalf of our client, DigitalGlobe, Inc. for the pro forma assignment of DigitalGlobe's FCC licenses, including the assignment of all pending license applications filed by DigitalGlobe. Specifically, we note that DigitalGlobe has:

- Three (3) earth station licenses currently in force (Call Signs: E950499, E950499 & E000095);
- One (1) space station license, as amended several times, for its non-geostationary satellite ("NGSO") system—with one currently active satellite (Call Sign: S2130);
- One pending application for a new earth station license (Call Sign: E040264 and File Number: SES-LIC-20040607-00808, as amended by SES-AMD-20040723-1039); and
- One pending application for the modification of DigitalGlobe's NGSO system to expand the NGSO system (File Number: SAT-MOD-20040728-00151).

By way of the instant assignment applications, one for DigitalGlobe's earth station licenses (current and pending) and another for DigitalGlobe's space station license (including all amendments thereto and the pending space station modification application), DigitalGlobe is seeking the consent of the FCC for the assignment of its earth station and space station licenses (current and pending). DigitalGlobe notes that the proposed assignments of its licenses are entirely pro forma in nature. That is, the entity to which the licenses are being assigned, DG Consents Sub, Inc., has the same ownership and control as the current licensee, DigitalGlobe, Inc.

Specifically, we provide on DigitalGlobe's behalf that DG Consents Sub, Inc. (hereinafter, the "Assignee") is a fully owned subsidiary of DigitalGlobe (hereinafter, the "Assignor"). The Assignor, and no other entity, exercises full control over the Assignee and will continue to exercise such control after the

Assignment is effectuated. Attached as Exhibit E to each Assignment application are charts which set forth how the Assignor (DigitalGlobe, the current licensee) will retain *de jure* control over the licenses after the assignment and explains that the management and ownership of the Assignor is unaffected by the instant assignment.

The assignment of DigitalGlobe's FCC licenses is being undertaken at the direction of the Assignor's creditors, who are providing certain financing to the Assignor for the construction and operation of the Assignor's next generation remote sensing satellite system.

The instant applications will serve the public interest by facilitating DigitalGlobe's ability to receive financing for its next generation remote sensing satellite system. As such, the acceptance of the applications would enable DigitalGlobe to continue providing remote sensing services consistent with past practice, while utilizing the most modern technologies available.

Cordially Yours,
PIERSON, BURNETT & RITTERPUSCH, LLP



Keil J. Ritterpusch